FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

ITIFS

 OMB APPROVAL

 OMB Number:
 3235-0076

 Expires:
 April 30, 2008

 Estimated average burden hours per response
 16.00



PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering (check if this is an amend	dment and name has	changed, and indica	te chan ge.)			06061280
USA Franklin Park, DST						
Filing Under (Check box(es) that apply):	☐ Rule 504	Rule 505	Rule 5	506	Section 4(6)	ULOE
Type of Filing: New Filing Am	end ment					
	A. BASI	C IDENTIFICATIO	N DATA			
1. Enter the information requested about the is	suer					
Name of Issuer (check if this is an amend	ment and name has	changed, and indicat	e change.)			
USA Franklin Park, DST						
Address of Executive Offices (N	Sumber and Street, (City, State, Zip Code)		Telephone	Number (Including	Area Code)
Five Financial Plaza, Suite 205, Napa	, CA 94558			(800)	611-1160	
Address of Principal Business Operations (Note of the Control of t	Number and Street, (City, State, Zip Code)		Telephone	Number (Including	Area Code)
Brief Description of Business						
The acquisition, lease and sale of real	property held by	a Delaware Statuto	ry Trust.			
Type of Business Organization	_			_		PROCESSED
☐ corporation	<u>. </u>	ip, already formed		other (please specify):	
□ business trust □	limited partnersh	ip, to be formed				NOV 0 7 2008
		Month	Year			KOV 9 7 ZUUD
Actual or Estimated Date of Incorporation or (Organization:	0 7 0	6		☐ Estimated	THOMSOM
Jurisdiction of Incorporation or Organization:	(Enter two-letter U	.S. Postal Service abb	reviation fo	r State:		THOMSON FINANCIAL
	CN for Canada: FI	V for other foreign jur	risdiction)		DE	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filling of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: · Each promoter of the issuer, if the issuer has been organized within the past five years; · Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. Check Box(es) that Apply: ✓ Promoter ☐ Executive Officer ☐ Beneficial Owner ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) CB Richard Ellis Investors/U.S. Advisor, LLC Business or Residence Address (Number and Street, City, State, Zip Code) Five Financial Plaza, Suite 205, Napa, CA 94558 Check Box(es) that Apply: □ Promoter Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Promoter ■ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Promoter Beneficial Owner ☐ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner ☐ Executive Officer Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Promoter ■ Beneficial Owner Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

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3. Doe	s the offeri	ng permit j	oint owner	ship of a si	ngle unit?.	*************		***************************************		***************************************	🗵	
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Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?													
2. What is the minimum investment that will be accepted from any individual?	1 77	.a. '					17.						
2. What is the minimum investment that will be accepted from any individual? Yes No	1. Has	the issuer	sold, or do							_	***************	📙	×
Yes No No No No No No No N									_				
3. Does the offering permit joint ownership of a single unit?	2. Wha	at is the min	nimum inv	estment tha	it will be a	ccepted fro	m any indi	vidual?				\$ 100,0	00*
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with aslase of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Fitzgerald, Kevin Business or Residence Address (Number and Street, City, State, Zip Code) Five Financial Plaza, Suite 216, Napa, CA 94558 Name of Associated Broker or Dealer U.S. Select Securities States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [AL] [AK] [AZ] [AR] [C] [CO] [CT] [DE] [DC] [FL] [GA] [H] [ID] [ID] [IL] [IN] [IA] [IK] [KY] [IA] [ME] [MD] [MA] [MI] [MN] [MN] [MS] [MO] [MT] [NF] [NF] [NF] [NF] [NF] [NF] [NF] [NF												Yes	No
Commission or similar remuneration for solicitation of purchasers in conjection with sales of securities in the offering. If a person to be listed is an associated person or agent of a Protect or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. FUI Name (Last name first, if individual) Fitzgerald, Kevin Business or Residence Address (Number and Street, City, State, Zip Code) Five Financial Plazas, Suite 216, Napa, CA 94558 Name of Associated Broker or Dealer U.S. Select Securities States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [Al.] [AK] [AZ] [AR] [CZ] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IM] [IN] [IN] [IN] [IN] [IN] [IN] [IN] [IN	3. Does	s the offeri	ng permit j	oint owner	ship of a si	ingle unit?.			***************************************		*****************	🛛	
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	Yes	No									
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		\boxtimes									
Answer also in Appendix, Column 2, if filing under ULOE.											
2. What is the minimum investment that will be accepted from any individual?	\$ 100,0	*00*									
	Yes	No									
3. Does the offering permit joint ownership of a single unit?	🛛										
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, a commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.	:										
Full Name (Last name first, if individual) Sturges, Daniel											
Business or Residence Address (Number and Street, City, State, Zip Code) 1200 Ashwood Parkway, Suite 150, Atlanta, GA 30350											
Name of Associated Broker or Dealer											
H&R Block Financial Advisors, Inc.											
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	🗀 A	ll States									
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Full Name (Last name first, if individual)		<u> </u>									
Skatvold, Andrew Business or Residence Address (Number and Street, City, State, Zip Code)											
819 30th Ave. S., Suite 200, Moorehead, MN 56560											
Name of Associated Broker or Dealer Investment Centers of America											
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers		_									
(Check "All States" or check individual States)	🗆 A	Il States									
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Full Name (Last name first, if individual)											
Noe, David and Odum, Eric Business or Residence Address (Number and Street, City, State, Zip Code)	·										
1715 North Westshore Blvd., Suite 753, Tampa, FL 33607											
Name of Associated Broker or Dealer											
GunnAllen Financial, Inc.											
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	🗀 A	ll States									
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1. Has	the issuer s	sold, or do	es the issue	r intend to	sell, to non	ı-accredite	d investors	in this offe	:ring?		Yes	No
			A	Answer also	in Appen	dix, Colum	n 2, if filin	g under UI	LOE.		<u> </u>	_
2. Wha	at is the min	nimum inv	estment tha	ıt will be a	ccepted fro	m any indi	vidual?		***************************************	••••••	\$ 100,0	00*
3. Doe	s the offeri	ng permit j	oint owner	ship of a si	ingle unit?.				•••••	•••••	Yes ⊠	No
com offe and/	er the information or ring. If a poor with a stated pers	similar rer erson to be tate or state	nuneration listed is a es, list the r	for solicita n associate name of the	tion of pur d person or broker or	chasers in agent of a dealer. If n	connection broker or o nore than fi	with sales dealer regis ive (5) pers	of securities stered with sons to be li	the SEC isted are		
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			_		_						Yes	No
1. Has th	ne issuer se	old, or doe	s the issuer	intend to	sell, to non	-accredited	l investors i	in this offer	ing?	••••••	🔲	×
			A	nswer also	in Append	lix, Colum	n 2, if filing	g under UL	OE.			
2. What	is the min	imum inve	stment that	will be ac	cepted from	n any indi	vidu al?			•••••	. \$ 100,00	00*
											Yes	No
3. Does	the offerin	g permit jo	oint owners	hip of a si	ngle unit?	***************	•••••••	***************************************	***************************************		🛛	
comm offeri and/o	iission or s ng. If a pe r with a sta	similar rem erson to be ate or state	nuneration to listed is an s, list the n	or solicitates associated ame of the	tion of pure I person or broker or o	chasers in o agent of a dealer. If m	be paid or connection broker or d nore than fir aformation	with sales lealer regist ve (5) perso	of securitie tered with t ons to be list	s in the he SEC sted are		
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Business	or Reside	nce Addre	ss (Numbe		-	te, Zip Co	de)					
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Yes 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	No ⊠
Answer also in Appendix Column 2 if filing under ULOE.	
This were also in Tippenoin, Colonia 2, it thing allow about	
2. What is the minimum investment that will be accepted from any individual?	00*
Yes 3. Does the offering permit joint ownership of a single unit?	No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.	
Full Name (Last name first, if individual) Chess, John	
Business or Residence Address (Number and Street, City, State, Zip Code) 1650 Lakeshore St., Suite 285, Columbus, OH 43204	
Name of Associated Broker or Dealer GunnAllen Financial, Inc.	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	l States
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR]	[ID] [MO] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY]	[PR]
Full Name (Last name first, if individual) Goslin, Chris	_
Business or Residence Address (Number and Street, City, State, Zip Code) 1715 North Westshore Blvd., Suite 753, Tampa, FL 33607	
Name of Associated Broker or Dealer GunnAllen Financial, Inc.	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	l States
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Full Name (Last name first, if individual) Barkume, Tom	
Business or Residence Address (Number and Street, City, State, Zip Code) 965 S. Main Street, Suite 201, Cedar City, UT 84721	
Name of Associated Broker or Dealer Geneos Wealth Management, Inc.	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	1 States
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											Yes	No
1. Has	the issuer	sold, or do	es the issue	r intend to	sell, to nor	n-accredite	d investors	in this offe	rin g?			No ⊠
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2. Wha	at is the mi	nimum inv	estment the	at will be a	ccepted fro	m anv indi	vidual?			************	. \$ 100.0	00*
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3. Doe.	s the offeri	ng permit j	oint owner	ship of a si	ingle unit?.	•••••••	•••••••••••••••••••••••••••••••••••••••	***************************************	•••••	•••••	Yes 🔯	No
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	Yes	No									
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		\boxtimes									
Answer also in Appendix, Column 2, if filing under ULOE.											
2. What is the minimum investment that will be accepted from any individual?	\$ 100,0	00*									
	Yes	No									
3. Does the offering permit joint ownership of a single unit?	🛛										
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, a commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.											
Full Name (Last name first, if individual) Glover, Gary											
Business or Residence Address (Number and Street, City, State, Zip Code) 2180 Satellite Boulevard, Suite 100, Duluth, Ga 30097											
Name of Associated Broker or Dealer H & R Block Financial Advisors, Inc.											
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	🗆 A	Il States									
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Full Name (Last name first, if individual) Hall, Michael											
Business or Residence Address (Number and Street, City, State, Zip Code) 2419 W. Brantwood Ave., Glendale, WI 53209											
Name of Associated Broker or Dealer Pavek Investments, Inc.											
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	🗀 A	II States									
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Full Name (Last name first, if individual) Walker, Steven											
Business or Residence Address (Number and Street, City, State, Zip Code) 609 W. Lamar Alexander Pkwy, Maryville, TN 37801											
Name of Associated Broker or Dealer											
Investors Capital Corp.											
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	🗖 A	ll States									
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1. Has	the issuer s	old, or doe					l investors in 2, if filing		_		Yes	No
2. Wha	t is the min	imum inve	stment tha	t will be ac	cepted from	n any indi	vidual?		•••••	***************************************	. \$ 100,00	<u>0</u> 0*
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	me (Last na del, David		f individual	1)								
Business or Residence Address (Number and Street, City, State, Zip Code) 200 S. College Street, Charlotte, NC 28202												
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14	Office Par	k Drive,	Suite 3, Pa		, FL 3213	_	· · · · · · · · · · · · · · · · · · ·					
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States in	n Which Pe	erson Liste	d Has Solic		ends to Sol						[] All	l States
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1. Has i	the issuer s	old, or doe	s the issuer	intend to	sell, to non	-accredited	l investors i	in this offer	ring?		Yes	No ⊠
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2. What	t is the min	imum inve	stment tha	t will be ac	cepted from	n any indi	vidual?	*************	**********	***********	\$ 100,00	00*
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3. Does	the offerir	ng permit jo	oint owners	ship of a si	ngle unit?		***************************************	****************	************	***************************************		
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2. Wha	t is the mir	iimum inve	estment tha	t will be ac	cepted from	n any indi	vidual?				\$ 100,0	00*
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1. Has t	he issuer s	old, or doe									🔲	☒
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2. What	t is the min	imum inve	estment that	t will be ac	cepted from	n any indi	vidual?	***************************************				
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4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual)												
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Busines	s or Reside				t, City, Sta	_	ie)					
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			uite 210, I	Dixon, IL	61021							
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1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?													
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?	1 17	41 - •			• . •.		41.						
2. What is the minimum investment that will be accepted from any individual? 3. Does the offering permit joint ownership of a single unit?	I. Has	the issuer	sold, or do							_	***************************************	📙	⋈
A. Bater the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed as an associated person or agent of a broker or dealer registered with the SBC and/or with a state or states; list the name of the broker or dealer. If more than five (S) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) McCuley, Robert Business or Residence Address (Number and Street, City, State, Zip Code) 105 Coronado Court Building 9-D. Fort Collins, CO 80525 Name of Associated Broker or Dealer Synergy Investment Group States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [AL] [AK] [AZ] [AR] [CA] [CB] [CB] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [ID] [IN] [IN] [IN] [IN] [IN] [IN] [IN] [IN	2 Who	it is the mi	nimum inv						-			¢ 100 0	100 4
3. Does the offering permit joint ownership of a single unit?	2. Wild	it is the im	iiiiuiii iiiv	esoment uia	it will be at	ccepied no	in any mu	viduai?	*****************	*****************		 	
Commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) McCuley, Robert Business or Residence Address (Number and Street, City, State, Zip Code) 105 Coronado Court Building 9-D, Fort Collins, CO 80525 Name of Associated Broker or Dealer Synergy Investment Group States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [AL] [AK] [AZ] [AR] [CA] [CD] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [III] [IN] [IA] [KS] [KY] [LA] [MB] [MD] [MA] [MI] [MM] [MM] [MM] [MM] [MM] [MM] [MM	3. Does	s the offeri	ng permit j	oint owner	ship of a si	ingle unit?.	***************		***************************************	**************	***************************************		_
Business or Residence Address (Number and Street, City, State, Zip Code) 105 Coronado Court Building 9-D, Fort Collins, CO 80525	commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are												
Business or Residence Address (Number and Street, City, State, Zip Code) 105 Coronado Court Building 9-D, Fort Collins, CO 80525 Name of Associated Broker or Dealer Synergy Investment Group				f individua	1)								
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IMT] INE] INV] INH] INI] INM] INY] INC] IND] IOH] IOK] IOR] IPA] IRI] ISC] ISD] ITN] ITX] IUT] IVT] IVA] IWA] IWV] IWI] IWY] IPR] IRI] ISC] ISD] ITN] ITX] IUT] IVT] IVA] IWA] IWV] IWI] IWY] IPR] IRI] IMAIN (Last name first, if individual) Setser, Robert III Anza Blvd, Suite 330, Burlingame, CA 94010 INAME of Associated Broker or Dealer Berthel, Fisher & Company Financial Services, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) IRI] IMAIN IMAIN	property.												[ID]
Full Name (Last name first, if individual) Setser, Robert									=				· -
Setset, Robert			-							•			-
Business or Residence Address (Number and Street, City, State, Zip Code) 111 Anza Blvd, Suite 330, Burlingame, CA 94010 Name of Associated Broker or Dealer Berthel, Fisher & Company Financial Services, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)				f individua	l)						<u></u>		
Name of Associated Broker or Dealer Berthel, Fisher & Company Financial Services, Inc.				ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)					
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[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual) Johnston, Christian Business or Residence Address (Number and Street, City, State, Zip Code) 525 East Capitol Street, Jackson, MS 39201 Name of Associated Broker or Dealer Bancorp South Investment Services, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]	[IL]	[IN]	[IA]	[K\$]	[KY]	[LA]	[ME]	[MD]	[MA]				-
Full Name (Last name first, if individual) Johnston, Christian Business or Residence Address (Number and Street, City, State, Zip Code) 525 East Capitol Street, Jackson, MS 39201 Name of Associated Broker or Dealer Bancorp South Investment Services, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)													
Business or Residence Address (Number and Street, City, State, Zip Code) 525 East Capitol Street, Jackson, MS 39201 Name of Associated Broker or Dealer Bancorp South Investment Services, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Full Na	me (Last n	ame first, i			(01)	(1)		[#A]		[** 1]	[₩1]	[FK]
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1 17.		•••		• . • .	••						Yes	No
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3. Doe	s the offeri	ng permit	joint owner	ship of a s	ingle unit?.	•••••••••••	•••••••••••	*************	******	••••••••••••	Yes ⊠	No
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Busines	s or Reside	ence Addre	ess (Numbe	r and Stree	et, City, Sta	ite, Zip Co	de)					
Name o	f Associate	ed Broker	or Deal er	 .								
States in	which Pe	erson Liste	d Has Solid	rited or Inte	ends to Sol	icit Purcha	CATE	·				
								••••••			🗌 Al	l States
[AL]	[AK]						[D E]	[DC]	[FL]	[GA]	(HI)	[ID]
[IL]	[IN]	(IA)	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [U T]	[NY] [V T]	[N C] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	{OR] [WY]	[PA] [PR]
			f individua				[,,,,]	[,,,,,]	[,]			
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	ie)			·····		
Name o	f Associate	ed Broker o	or Dealer									
					ends to Sol						[] Al	l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[D E]	[DC]	[FL]	[GA]	[HII]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [W V]	[OK] [WI]	[OR] [WY]	[PA] [PR]
							<u> </u>	· · · · · · · · · · · · · · · · · · ·		· · · · - · · · · · · · · · · · · · · ·		

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE O	OF PROCEED	s	
1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged	1		
Type of Security	Aggregat Offering Pr		Amount Already Sold
Debt	\$0		\$0
Equity	\$0		\$0
Common Preferred		_	
Convertible Securities (including warrants)	\$0		\$0
Partnership Interests	\$0		\$0
Other (Specify Individual beneficial interests in the Delaware Statutory Trust)	\$ 9,660,000		\$ 9,309,431.64
Total	\$ 9,660,000		\$ 9,309,431.64
Answer also in Appendix, Column 3, if filing under ULOE.			
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			Aggregate
	Number Investors		Aggregate Dollar Amount of Purchases
Accredited Investors	48		\$ 9,309,431.64
Non-accredited Investors	0		\$0
Total (for filings under Rule 504 only)			\$ –
Answer also in Appendix, Column 4, if filing under ULOE.			
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.			
m com:	Type of		Dollar Amount
Type of Offering	Security		Sold
Rule 505			<u>\$</u>
Regulation A			<u>\$</u>
Rule 504			<u>\$</u>
Total			<u>\$ -</u>
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
Transfer Agent's Fees	***************************************	\boxtimes	\$0
Printing and Engraving Costs	***************************************	\boxtimes	\$0
Legal Fees	***************************************	\boxtimes	\$ 386,800
Accounting Fees	***************************************	\boxtimes	\$0
Engineering Fees	***************************************	\boxtimes	\$0
Sales Commission (specify finders' fees separately)	**************	\boxtimes	\$ 676,200
Other Expenses (Due Diligence)		\boxtimes	\$0
Total		×	\$ 1.063.000

	C. OFFERING P	RICE, NUMBER OF INVESTORS, EXPENSES	AND USE O	F PROCEEDS	
b.	and total expenses furnished in respe	gregate offering price given in response to Part onse to Part C – Question 4.a. This difference is	s the "adjust	ed.	\$ 8,597,000
5.	each of the purposes shown. If the a check the box to the left of the estim	iusted proceeds to the issuer used or proposed to mount for any purpose is not known, furnish ar ate. The total of the payments listed must equa in response to Part C – Question 4.b above.	estimate an	d	
				Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees		🛭	\$ 0	⊠ 50
	Purchase of real estate		🛭	\$0	☎ \$ 7,000,000
	Purchase, rental or leasing and in	nstallation of machinery and equipment	🛛	\$ 0	⊠ \$ 0
	Construction or leasing of plant	ouildings and facilities	\S	\$0	⊠ \$0
	offering that may be used in excl	including the value of securities involved in thin nange for the assets or securities of another issu	er	50	57 \$0
					∑ \$0
					\$ 0
		uisition Fees		·	S 320,000
			(3 032,300	S 644,500
	Column Totals		🛛	\$ 632,500	S 7,964,500
_		otals added)		⊠ <u>\$8</u> ,	
		D. FEDERAL SIGNATURE			
ono.	wing signature constitutes an undertal	e signed by the undersigned duly authorized pecing by the issuer to furnish to the U.S. Securitied by the issuer to any non-accredited investor	ies and Eych	ange Commiccio	s upop meittor
	r (Print or Type)	Signature	1	Date ,	
	Franklin Park, DST			10/25/	06
lame	e of Signer (Print or Type)	Title of Signer (Print or Type)	·		
evii	n S. Fitzgerald	Chief Executive Officer, U.S. Advisor, LL	C, as a Trus	ee of USA Frank	ilin Park, DST

-ATTENTION-----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE			_
Is any party described in 17 CFR 230.26 of such rule?	2 presently subject to any of the disqualification pro-	ovisions	Yes	No ⊠
	See Appendix, Column 5, for state response.			
2. The undersigned issuer hereby undertake Form D (17 CFR 239,500) at such times	s to furnish to any state administrator of any state it as required by state law.	which this notice is f	iled, a noti	ce on
The undersigned issuer hereby undertak issuer to offerees.	es to furnish to the state administrators, upon writ	en request, information	on furnishe	d by the
Limited Offering Exemption (ULOE) of	e issuer is familiar with the conditions that must be the state in which this notice is filed and understan- lishing that these conditions have been satisfied.	satisfied to be entitled ds that the issuer claim	to the Uni	form ailability
The issuer has read this notification and knowndersigned duly authorized person.	ows the contents to be true and has duly caused thi	s notice to be signed o	on its beha	If by the
Issuer (Print or Type)	Signature	Date		
USA Franklin Park, DST		10/25	106	
Name (Print or Type)	Title (Print or Type)			·
Kevin S. Fitzgerald	Chief Executive Officer, U.S. Advisor, LLC, as a	Trustee of USA Frank	din Park, I	OST

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	1 :	2	3			4			5	
	Intend to non-a investors	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of amount pur (Part		Disqual under Sta (if yes explant waiver	ification the ULOE , attach ation of granted) -Item 1)		
State	Yes	No		Number of Accredited						
AL				Investors	Amount	Investors	Amount	Yes 🖂	No 🗆	
AK										
AZ		⊠	Beneficial interests in the Delaware Statutory Trust- \$9,660,000	2	\$250,000	0	N/A		⊠	
AR					·					
CA		×	Beneficial interests in the Delaware Statutory Trust- \$9,660,000	18	\$3,702,198.08	0	N/A	0	⊠	
со		⊠	Beneficial interests in the Delaware Statutory Trust- \$9,660,000	1	\$95,000	0	N/A		Ø	
СТ			_							
DE		D								
DC										
FL		Ø	Beneficial interests in the Delaware Statutory Trust- \$9,660,000	2	\$842,53 2.24	0	N/A		Ø	
GA		×	Beneficial interests in the Delaware Statutory Trust- \$9,660,000	3	\$738,314.33	0	N/A		Ø	
ні										
ID						_		ū		
п										
IN										
IA		☒	Beneficial interests in the Delaware Statutory Trust- \$9,660,000	1	\$155,131.48	0	N/A	ū	Ø	
KS								ū		
ку									0	
LA									0	
МЕ									-	
MD										

APPENDIX

	, 	2	3	1		4		1	5	
	Type of security and aggregate to non-accredited investors in State (Part B-Item 1) Type of security and aggregate Type of investor and amount purchased in State (Part C-Item 1) (Part C-Item 2)							Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
				Number of Accredited	-					
State	Yes	No		Investors	Amount	Non-Accredited Investors	Amount	Yes	No	
MA										
MI			·		<u> </u>					
MN	ם	⊠	Beneficial interests in the Delaware Statutory Trust- \$9,660,000	2	\$425,000	0	N/A		×	
MS										
МО		M	Beneficial interests in the Delaware Statutory Trust- \$9,660,000	3	\$249,000	0	N/A		⊠	
МТ										
NE										
NV		M	Beneficial interests in the Delaware Statutory Trust- \$9,660,000	1	\$110,000	0	N/A		⊠	
NH							· <u> </u>			
NJ										
NM										
NY		X	Beneficial interests in the Delaware Statutory Trust- \$9,660,000	1	\$294,500	0	N/A		⊠	
NC		☒	Beneficial interests in the Delaware Statutory Trust- \$9,660,000	1	\$257,457.16	0	N/A		⊠	
ND										
ОН		⊠	Beneficial interests in the Delaware Statutory Trust- \$9,660,000	1	\$159,611.24	0	N/A		☒	
ок						_				
OR		Ø	Beneficial interests in the Delaware Statutory Trust- \$9,660,000	1	\$100,000	0	N/A		⊠	
PA		⊠	Beneficial interests in the Delaware Statutory Trust- \$9,660,000	1	\$147,244.92	0	N/A		Ø	

APPENDIX

1	Intend	ccredited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	investor and rchased in State C-Item 2)		Disqual under Sta (if yes, explant waiver	ification te ULOE tation of ation of granted) Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
RI		X	Beneficial interests in the Delaware Statutory Trust- \$9,660,000	1	\$166,59 6	0	N/A		⊠
SC			-						
SD									
TN		Ø	Beneficial interests in the Delaware Statutory Trust- \$9,660,000	5	\$592,469. 46	0	N/A		⊠
TX					_				
UT		×	Beneficial interests in the Delaware Statutory Trust- \$9,660,000	1	\$100,000	0	N/A		Ø
VT									
VA		×	Beneficial interests in the Delaware Statutory Trust- \$9,660,000	1	\$213,976.73	0	N/A		⊠
WA		Ø	Beneficial interests in the Delaware Statutory Trust- \$9,660,000	1	\$200,000	0	N/A		Ø
wv									
WI		×	Beneficial interests in the Delaware Statutory Trust- \$9,660,000	1	\$240,400	0	N/A		Ø
WY									
PR		0							